

YOUNG CONAWAY STARGATT & TAYLOR, LLP
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Pauline K. Morgan
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Travis G. Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
THE SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
-----X

**SEVENTH MONTHLY FEE STATEMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP
FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD
FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Conflicts Counsel for the Debtors
Date of Retention:	November 13, 2018, <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	April 1, 2019 through April 30, 2019
Monthly Fees Incurred:	\$50,159.50
20% Holdback:	\$10,031.90
Compensation Less 20% Holdback:	\$40,127.60
Monthly Expenses Incurred:	\$402.15
Total Fees and Expenses Due:	\$40,529.75
This is a: <u> X </u> monthly <u> </u> interim <u> </u> final application	

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this seventh monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from April 1, 2019 through April 30, 2019 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$40,529.75 which is comprised of (i) \$40,127.60, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period,

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

and (ii) reimbursement of \$402.15, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$689.81**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$295.00**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

Notice and Objection Procedures

5. Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); (ii) the attorneys for

the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); (iv) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors; and (v) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent (collectively, the “Notice Parties”).

6. Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **June 14, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

7. If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: May 30, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP
1270 Avenue of the Americas, Suite 2201
New York, New York 10020
Tel: (212) 332-8840
Fax: (212) 332-8855
Pauline K. Morgan
Ryan M. Bartley
Travis Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Name of Partners and Counsel	Title	Department	Date of First Admission	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Pauline K. Morgan	Partner	Bankruptcy	1987	975.00	16.80	16,380.00
C. Barr Flinn	Partner	Corporate	1993	975.00	5.10	4,972.50
Ryan M. Bartley	Partner	Bankruptcy	2007	625.00	13.10	8,187.50
Michel S. Neiburg	Partner	Bankruptcy		600.00	5.90	3,540.00
Total Partners and Counsel:					40.90	33,080.00

Name of Associate	Title	Department	Date of First Admission	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Travis Buchanan	Associate	Bankruptcy	2011	530.00	8.60	4,558.00
James M. Deal	Associate	Corporate	2015	385.00	2.60	1,001.00
Jared W. Kochenash	Associate	Bankruptcy	2018	325.00	7.40	2,405.00
Total Associates/Law Clerks:					18.60	7,964.00

Name of Paralegals and Other Non-Legal Staff	Title	Department	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Brenda Walters	Paralegal	Bankruptcy	295.00	30.90	9,115.50
Total Paralegals:				30.90	9,115.50

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	735.45	40.90	33,080.00
Associates/Law Clerks	428.17	18.60	7,964.00
Paralegals/Non-Legal Staff	295.00	30.90	9,115.50
Blended Attorney Rate	689.81		
Total Fees Incurred:		90.40	50,159.50

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Project Category	Total Hours	Total Fees (\$)
Cash Collateral/DIP Financing (B003)	.20	195.00
Other Adversary Proceedings (B011)	42.30	30,360.50
Plan and Disclosure Statement (B012)	2.90	2,547.50
Retention of Professionals/Fee Issues (B017)	11.70	5,092.50
Fee Application Preparation (B018)	33.30	11,964.00
TOTAL	90.40	50,159.50

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Expenses Category	Total Expenses (\$)
Docket Retrieval/Search	12.50
Postage	2.35
Reproduction Charges	387.30
TOTAL	402.15

Exhibit D

Time Detail

YOUNG CONAWAY STARGATT & TAYLOR, LLP

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

P.O. BOX 391
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600
(800) 253-2234 (DE ONLY)

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(302) 571-1253 FAX
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Writer's Direct Dial
(302) 571-6707

Writer's E-Mail
pmorgan@ycst.com

Sears Holdings Corporation
333 Beverly Rd
c/o Alan Carr, Director
Hoffman Estates, IL 60178

Invoice Date:	May 10, 2019
Invoice Number:	50005823
Matter Number:	072902.1003

Re: Debtor Representation

CURRENT INVOICE

Professional Services	\$	50,159.50
Disbursements	\$	<u>402.15</u>
Total Due This Invoice	\$	50,561.65

Sears Holdings Corporation

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Invoice Date:

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Time Detail**Task Code:** B003 Cash Collateral/DIP Financing

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/22/19	PMORG	Emails with Paul, Weiss team re: weekly carve-out reporting	0.10	975.00	97.50
04/30/19	PMORG	Emails with Paul Weiss team re: carve-out reporting	0.10	975.00	97.50
Total			0.20		195.00

Task Code: B011 Other Adversary Proceedings

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/11/19	PMORG	Review status of discovery matters	0.10	975.00	97.50
04/16/19	MNEIB	Emails with R. Bartley re: subpoena issues	0.20	600.00	120.00
04/16/19	MNEIB	Email to D. Giller re: subpoena issues	0.10	600.00	60.00
04/16/19	PMORG	Review draft complaint against ESL-related entities and former directors	2.00	975.00	1,950.00
04/16/19	RBART	Review draft complaint	1.00	625.00	625.00
04/17/19	BWALT	Email from/to R. Bartley and to S. Avidan re: signature block for YCST	0.10	295.00	29.50
04/17/19	JKOCH	Review and analyze issues related to complaint (1.8); confer with R. Bartley re: issues related to complaint (.1)	1.90	325.00	617.50
04/17/19	TBUCH	Review and analyze issues related to complaint	2.30	530.00	1,219.00
04/17/19	PMORG	Confer with R. Bartley re: draft complaint against ESL parties (.4); calls with R. Britton re: same (.1), calls with R. Bartley re: same (.2); meet with R. Bartley re: same (.5); conference call with J. Hurwitz, R. Britton, R. Bartley re: same (.3); call with R. Britton re: further modifications to complaint (.1); follow-up emails re: same (.2); Review revised complaint (.7)	2.80	975.00	2,730.00

Sears Holdings Corporation

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Invoice Date:

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Invoice Number:

50005823

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/17/19	RBART	Review various drafts of complaint and review and analyze issues related to complaint in connection with review (2.0); Discussions with P. Morgan (.7); call with P. Morgan, J. Hurwitz and R. Britton re: complaint (.3); discussions with R. Bissell re: complaint (.4); call with T. Lii and S. Avidan re: complaint (.2); confer with T. Buchanan and J. Kochenash issues related to complaint (.2)	3.80	625.00	2,375.00
04/18/19	RBART	Correspondence with D. Giller re: service of complaint	0.10	625.00	62.50
04/18/19	PMORG	Review final version of complaint, changes to same (.8); Review emails from co-counsel, R. Bartley re: service of same (.1)	0.90	975.00	877.50
04/19/19	MNEIB	Emails with D. Shamah and R. Bartley re: complaint and summons (.1); discussion with R. Bartley re: same (.1)	0.20	600.00	120.00
04/19/19	PMORG	Review emails from R. Bartley, D. Shamah re: service of complaint on Tisch	0.10	975.00	97.50
04/19/19	RBART	Calls and correspondence with D. Shamah (.2) and D. Giller (.2) re: effecting service of complaint on T. Tisch; call with M. Neiburg re: background of complaint and go-forward steps (.1)	0.50	625.00	312.50
04/22/19	PMORG	Call with R. Bartley re: adversary complaint	0.10	975.00	97.50
04/22/19	RBART	Discussion with P. Morgan re: preparation for prosecution of complaint and follow up to B. Britton (.2), review correspondence from M. Neiburg re: pending 2004 discovery requests (.1)	0.30	625.00	187.50
04/22/19	MNEIB	Emails with D. Giller re: subpoena issues	0.10	600.00	60.00
04/23/19	BWALT	Emails with R. Bartley and D. Giller; complete service of summons and complaint upon T. Tisch and file affidavit of service	1.70	295.00	501.50
04/23/19	PMORG	Emails with R. Bartley re: D&O litigation	0.20	975.00	195.00

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Invoice Date:

May 10, 2019

Invoice Number:

50005823

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/23/19	RBART	Call with B. Britton re: adversary complaint and strategy (.1); follow up to YCST team re: same (.5); confer with D. Shamah, B. Walters and D. Giller re: effectuating service and review and approve COS (.3)	0.90	625.00	562.50
04/23/19	MNEIB	Emails from D. Shamah and R. Bartley re: service of complaint and summons	0.10	600.00	60.00
04/23/19	MNEIB	Emails with R. Bartley re: complaint and status of adversary proceeding	0.20	600.00	120.00
04/24/19	BFLIN	Confer with R. Bartley re background	0.50	975.00	487.50
04/24/19	RBART	Review materials in advance of meeting (.3) and meet with B. Flinn re: background of litigation (.3); follow up to B. Flinn re: bankruptcy court considerations (.2); follow up to J. Hurwitz and M. Neiburg re: same and developing strategy (.1)	0.90	625.00	562.50
04/24/19	MNEIB	Emails with R. Bartley re: complaint and related issues	0.10	600.00	60.00
04/25/19	RBART	Correspondence and Call with D. Giller re: background and supporting documents for complaint (.3); conference with P. Morgan re: litigation (.1); follow up with YCST team and D. Giller re: various issues related to complaint, adversary proceeding and strategy for same (.5)	0.90	625.00	562.50
04/25/19	PMORG	Confer with R. Bartley re: adversary complaint and review emails from Paul Weiss team and R. Bartley re: same (.3); review supporting documents re: same (.7)	1.00	975.00	975.00
04/25/19	BWALT	Email from R. Bartley; review and preserve to electronic files materials related to adversary complaint	0.30	295.00	88.50
04/25/19	MNEIB	Emails with J. Hurwitz, B. Flinn and R. Bartley re: case status issues	0.20	600.00	120.00
04/25/19	TBUCH	Review complaint	0.20	530.00	106.00
04/29/19	PMORG	Review interview and deposition transcripts re: D&O adversary proceeding	3.00	975.00	2,925.00
04/29/19	MNEIB	Review complaint against E. Lampert and others and related diligence materials	2.20	600.00	1,320.00
04/29/19	JDEAL	Review and analyze complaint	1.10	385.00	423.50

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072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/30/19	RBART	Discussions with P. Morgan and M. Neiburg in advance of meeting re: agenda and Rule 45 subpoenas (.2); call with YCST team and Paul Weiss team (.8) and related discussions with YCST team (.2) re: background, strategy for prosecuting complaint	1.20	625.00	750.00
04/30/19	PMORG	Conference call with J. Hurwitz, D. Giller and YCST team (R. Bartley, B. Flinn, M. Neiburg, J. Deal) re: D&O adversary action (.8); follow-up discussion with YCST team re: same (.2); Review documents in preparation for same (1.4)	2.40	975.00	2,340.00
04/30/19	JDEAL	Meet with YCST team re: strategy	0.10	385.00	38.50
04/30/19	JDEAL	Meet with B. Flinn re: strategy	0.10	385.00	38.50
04/30/19	JDEAL	Review filed complaint	1.10	385.00	423.50
04/30/19	JDEAL	Prepare for phone call with Paul Weiss	0.20	385.00	77.00
04/30/19	MNEIB	Prepare for (.60) and participate in (.80) call with J. Hurwitz, D. Giller, B. Flinn, P. Morgan and R. Bartley re: complaint and litigation strategy issues	1.40	600.00	840.00
04/30/19	MNEIB	Review due diligence materials relating to complaint	1.10	600.00	660.00
04/30/19	BFLIN	Reviewed complaint in preparation for teleconference	3.60	975.00	3,510.00
04/30/19	BFLIN	Teleconference with Paul Weiss re background re: adversary complaint	0.80	975.00	780.00
04/30/19	BFLIN	Office conference re results of teleconference with Paul Weiss	0.20	975.00	195.00
Total			42.30		30,360.50

Task Code: B012 Plan and Disclosure Statement

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/14/19	PMORG	Review exclusivity extension motion	0.20	975.00	195.00
04/16/19	PMORG	Emails from Paul, Weiss team re: plan and disclosure statement and complaint and board authorizations re: same (.1); call with R. Bartley re: same (.1); brief review of draft Plan (.6)	0.80	975.00	780.00
04/16/19	RBART	Correspondence and call with T. Lii (.2); call with P Morgan (.1); brief review of revised Plan and DS (.3); review of complaint (.2)	0.80	625.00	500.00

Sears Holdings Corporation

Invoice Date:

May 10, 2019

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50005823

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/22/19	PMORG	Review plan and disclosure statement	1.10	975.00	1,072.50
Total			2.90		2,547.50

Task Code: B017 Retention of Professionals/Fee Issues

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/11/19	JKOCH	Review and revise interim fee application	2.60	325.00	845.00
04/11/19	TBUCH	Review and revise first interim fee application	1.60	530.00	848.00
04/12/19	JKOCH	Further revise interim fee application	2.30	325.00	747.50
04/12/19	TBUCH	Review and revise first interim fee application	1.20	530.00	636.00
04/13/19	JKOCH	Review and revise interim fee application	0.60	325.00	195.00
04/13/19	TBUCH	Review and revise first interim fee application	0.20	530.00	106.00
04/14/19	RBART	Correspondence with A. Carr and B. Transier re: quarterly fee app and budgeting required by UST guidelines	0.20	625.00	125.00
04/14/19	TBUCH	Review, revise, and finalize first interim fee application	3.00	530.00	1,590.00
Total			11.70		5,092.50

Task Code: B018 Fee Application Preparation

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/02/19	BWALT	Prepare YCST first interim fee application	1.50	295.00	442.50
04/03/19	BWALT	Draft YCST interim fee application	4.00	295.00	1,180.00
04/04/19	BWALT	Draft YCST interim fee application	6.30	295.00	1,858.50
04/05/19	TBUCH	Review YCST fee application	0.10	530.00	53.00
04/05/19	BWALT	Draft YCST interim fee application	5.00	295.00	1,475.00
04/08/19	BWALT	Draft first interim fee application	3.40	295.00	1,003.00
04/09/19	BWALT	Draft first interim fee application	3.70	295.00	1,091.50
04/10/19	BWALT	Finalize exhibits and email draft interim fee application to T. Buchanan	1.50	295.00	442.50
04/11/19	RBART	Confer with and follow up correspondence with T. Buchanan and J. Kochenash re: interim fee request	0.20	625.00	125.00
04/12/19	RBART	Review and comment on fee application (1.4); discussions with J. Kochenash re: same (.3)	1.70	625.00	1,062.50

Sears Holdings Corporation

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Invoice Date:

May 10, 2019

Invoice Number:

50005823

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/13/19	RBART	Correspondence with T. Buchanan and J. Kochenash re: revisions to fee application	0.10	625.00	62.50
04/14/19	PMORG	Review and revise YCST's first interim fee application (1.0); Review revisions to same (.30); Emails with R. Bartley re: same (.10)	1.40	975.00	1,365.00
04/14/19	PMORG	Review March fee exhibits to ensure protection of privilege and compliance with local rules	0.20	975.00	195.00
04/14/19	RBART	Correspondence with T. Buchanan, P. Morgan and J. Kochenash re: fee application (.3); review revisions to same (.2)	0.50	625.00	312.50
04/15/19	BWALT	Emails from/to T. Buchanan (.1); emails with M. Tattnell, and C. Toto (.2); review, finalize and email interim fee application to Paul Weiss team for filing and service (.6)	0.90	295.00	265.50
04/15/19	PMORG	Final review of first interim fee application and emails with YCST team re: same	0.20	975.00	195.00
04/29/19	PMORG	Review March fee statement	0.10	975.00	97.50
04/29/19	BWALT	Prepare YCST sixth monthly fee application	1.60	295.00	472.00
04/30/19	BWALT	Emails with R. Bartley re: YCST sixth monthly fee statement (.2); Finalize for filing and email to Paul Weiss, circulate as-filed statement, and update files (.7)	0.90	295.00	265.50
Total			33.30		11,964.00

Sears Holdings Corporation

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Invoice Date:

May 10, 2019

Invoice Number:

50005823

Matter Number:

072902.1003

Timekeeper Summary

<u>Initials</u>	<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BWALT	Brenda Walters	Paralegal	30.90	295.00	9,115.50
BFLIN	C. Barr Flinn	Partner	5.10	975.00	4,972.50
JDEAL	James M. Deal	Associate	2.60	385.00	1,001.00
JKOCH	Jared W. Kochenash	Associate	7.40	325.00	2,405.00
MNEIB	Michael S. Neiburg	Partner	5.90	600.00	3,540.00
PMORG	Pauline K. Morgan	Partner	16.80	975.00	16,380.00
RBART	Ryan M. Bartley	Partner	13.10	625.00	8,187.50
TBUCH	Travis G. Buchanan	Associate	8.60	530.00	4,558.00
Total			90.40		\$50,159.50

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Task Summary**Task Code:B003****Cash Collateral/DIP Financing**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.20	975.00	195.00
Total		0.20		195.00

Task Code:B011**Other Adversary Proceedings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Barr Flinn	Partner	5.10	975.00	4,972.50
Michael S. Neiburg	Partner	5.90	600.00	3,540.00
Pauline K. Morgan	Partner	12.60	975.00	12,285.00
Ryan M. Bartley	Partner	9.60	625.00	6,000.00
James M. Deal	Associate	2.60	385.00	1,001.00
Jared W. Kochenash	Associate	1.90	325.00	617.50
Travis G. Buchanan	Associate	2.50	530.00	1,325.00
Brenda Walters	Paralegal	2.10	295.00	619.50
Total		42.30		30,360.50

Task Code:B012**Plan and Disclosure Statement**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	2.10	975.00	2,047.50
Ryan M. Bartley	Partner	0.80	625.00	500.00
Total		2.90		2,547.50

Task Code:B017**Retention of Professionals/Fee Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan M. Bartley	Partner	0.20	625.00	125.00
Jared W. Kochenash	Associate	5.50	325.00	1,787.50
Travis G. Buchanan	Associate	6.00	530.00	3,180.00
Total		11.70		5,092.50

Task Code:B018**Fee Application Preparation**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	1.90	975.00	1,852.50
Ryan M. Bartley	Partner	2.50	625.00	1,562.50
Travis G. Buchanan	Associate	0.10	530.00	53.00
Brenda Walters	Paralegal	28.80	295.00	8,496.00
Total		33.30		11,964.00

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Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
03/04/19	Docket Retrieval / Search	25.00	2.50
03/18/19	Docket Retrieval / Search	30.00	3.00
03/28/19	Docket Retrieval / Search	70.00	7.00
04/02/19	Reproduction Charges	8.00	0.80
04/03/19	Reproduction Charges	42.00	4.20
04/10/19	Reproduction Charges	41.00	4.10
04/11/19	Reproduction Charges	43.00	4.30
04/12/19	Reproduction Charges	17.00	1.70
04/15/19	Reproduction Charges	20.00	2.00
04/16/19	Reproduction Charges	130.00	13.00
04/17/19	Reproduction Charges	236.00	23.60
04/23/19	Postage	1.00	2.35
04/23/19	Reproduction Charges	110.00	11.00
04/24/19	Reproduction Charges	110.00	11.00
04/25/19	Reproduction Charges	1,179.00	117.90
04/29/19	Reproduction Charges	105.00	10.50
04/29/19	Reproduction Charges	150.00	120.00
04/30/19	Reproduction Charges	632.00	63.20
Total			\$402.15

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Cost Summary

<u>Description</u>	<u>Amount</u>
Docket Retrieval / Search	12.50
Postage	2.35
Reproduction Charges	387.30
Total	\$402.15